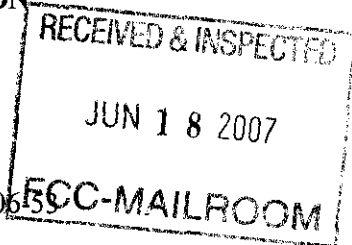


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Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554



In the Matter of

Arkansas Cable Telecommunications)
Association; Comcast of Arkansas, Inc.;)
Buford Communications I, L.P. d/b/a)
Alliance Communications Network;)
WEHCO Video, Inc.; TCA Cable)
Partners d/b/a Cox Communications,)
And Cebridge Acquisition, L.P., d/b/a)
Sudden Link Communications)

EB Docket No. 06

EB05-MC-004

Complainants,

v.

Entergy Arkansas, Inc.

Respondent.

AMENDED CERTIFICATE OF SERVICE

I hereby certify that a copy of WINDSTREAM COMMUNICATIONS, INC.'S
RESPONSE TO COMPLAINANT'S MOTION TO COMPEL COMPLIANCE WITH
SUBPOENA DUCES TECUM was delivered to the following by the method indicated, on June
12, 2007:

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Secretary
Federal Communications Commission
445 12th Street, SW, Room TW-A325
Washington, DC 20554

Hon. Arthur I. Steinberg (US Mail, Facsimile)
Administrative Law Judge
Office of the Administrative Law Judge
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554
Fax: 202/418-0195

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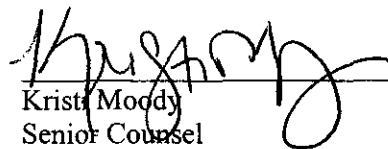
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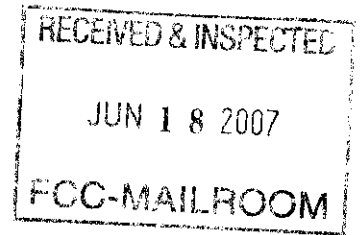
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BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554



In the Matter of)
)
ARKANSAS CABLE TELECOMMUNICATIONS)
ASSOCIATION; COMCAST OF ARKANSAS, INC.;)
BUFORD COMMUNICATIONS I, L.P. d/b/a)
ALLIANCE COMMUNICATIONS NETWORK;)
WEHCO VIDEO, INC.; COXCOM, INC.; and)
CEBRIDGE ACQUISITION, L.P.,)
d/b/a SUDDENLINK COMMUNICATIONS,)
)
Complainants,)
)
v.)
)
ENTERGY ARKANSAS, INC.,)
)
Respondent.)

EB Docket No. 06-53

EB-05MD-004

WINDSTREAM COMMUNICATIONS, INC.'S RESPONSE TO COMPLAINANTS'
MOTION TO COMPEL COMPLIANCE WITH SUBPOENA DUCES TECUM

Windstream Communications, Inc. ("Windstream"), for its Response to Complainants' Motion to Compel Compliance with a certain subpoena duces tecum, states:

1. The Complainants are improperly attempting to drag Windstream, a non-party with no interest whatsoever in this pending action, into its apparent long-running and contentious discovery dispute with Entergy Arkansas, Inc. ("Entergy") by seeking to force Windstream to produce documents that have been requested from Entergy (and its agent, USS). Complainants lack a good faith basis for their actions, and thus, their Motion to Compel Windstream's Compliance should be denied for the reasons stated herein and in Windstream's Motion to Limit Scope of Subpoena, or in the Alternative, for an Extension of Time to Respond, filed on May 25, 2007 ("hereinafter "Motion to Limit"). For the sake of brevity, Windstream will not restate its

arguments contained in its Motion to Limit, but re-asserts and re-alleges all of the arguments in said Motion in opposition of Complainants' current motion as if set forth herein word for word.

2. As this Commission is aware, on March 1, 2007, Windstream received a subpoena from the Complainants seeking documents related to Entergy. The original subpoena was actually issued to CenturyTel, not Windstream, and Windstream failed to receive from Complainants' a proper subpoena until March 9, 2007.

3. In stark contrast to the Complainants' claim that Windstream "seeks to mock this Commission" and the subpoena, Windstream has worked with the Complainants in responding to the subpoena. Upon receipt and review of the subpoena, Windstream established a conference call on or about March 13, 2007, with Complainants' attorneys to discuss the subpoena. Windstream was very frank by informing Complainants' attorneys of an on-going dispute between Windstream and Entergy and that it could not produce correspondence protected by attorney/client privilege. This is outlined in the Motion to Limit as an "on-going dispute with Entergy . . . *involving rates for pole attachments.*" (inaccurately described by Complainants in their Motion on page 5) (emphasis added). In the call, Complainants' attorneys agreed to limit the subpoena to December 2000 to the present and discussed with Windstream that they particularly interested in correspondence referencing USS.

4. On March 29, 2007, Windstream produced all non-privileged, responsive documents located. After this production, Windstream located 3 letters from USS to Alltel (now Windstream) and these were produced on April 26, 2007. Subsequently, documents that appear to be attachments to these USS letters, and are now at the heart of this dispute, were located.

5. Windstream validly objected to producing these additional documents because:
- a. they are readily available from Entergy or USS;

- b. it is unduly burdensome on Windstream, a non-party;
- c. the documents are irrelevant; and
- d. some of the documents in question contains notes made by Windstream employees after receipt -- notes clearly not relevant to any current issue pending in this action, but requiring Windstream to review each document and redact the notes, thus increasing the unnecessary burden on Windstream.

6. With the Motion to Compel, Complainants seek to peruse Windstream's records, without limitation or valid reason, to search for information regarding Entergy. The Hearing Officer should prohibit such behavior and, instead, should order Entergy, or USS, to produce *said documents to satisfy the Complainants' requests* and order the Complainants to cease their campaign against Windstream.

7. In the Motion to Compel, Complainants' first argue that "correspondence with Entergy" is subject to production. There appears to be a misunderstanding on the part of the Complainants regarding a statement in a letter from Windstream dated April 26, 2007. To be clear, Windstream has produced documentation regarding Entergy currently in its possession that is responsive to the subpoena and is not protected by the attorney/client privilege (except for the alleged attachments to the USS letters at issue herein). To be perfectly clear, Windstream, to its knowledge, is not currently in possession of documents between it and Entergy regarding the inspections conducted by USS, other than the USS letters previously produced and the vast number of inspection worksheets that are the subject of Complainants' current motion. While Complainants may desperately want there to be documents, and while other "similarly situated subpoenaed entities" have produced, according to Complainants "hundreds to tens of thousands of pages of responsive materials", Windstream has not located other responsive documents. If

Entergy produces documents between it and Windstream, that will be because Entergy maintained said documents. Further, Windstream should not be expected to produce documentation created for or by its attorneys regarding the on-going rate dispute, and thus, Windstream maintains that the Complainants' arguments in its Motion on this point are groundless.

8. Regarding the remaining documents in issue, although Complainants claim that Windstream's arguments are "both legally and factually mistaken," "silly," and "meritless," it is in fact the Complainants' arguments that bear these characteristics. With three exceptions, the Complainants have sought all documents from Entergy.

9. Specifically, Complainants' subpoena seeks:

- Paragraph 1 -- agreements between Windstream and Entergy. These were requested from Entergy in Complainants' First Set of Document Requests, No. 17;
- Paragraph 2 -- documents related to costs of the USS audit/inspection. These were requested from Entergy in Complainants' First Set of Document Requests, No. 3.
- Paragraph 3 -- correspondence with Entergy related to alleged pole attachment violations. These were requested from Entergy in Complainants' First Set of Document Requests, Nos. 5, 18, and 19.
- Paragraph 4 -- correspondence with Entergy related to Complainants. These were requested from Entergy in Complainants' First Set of Document Requests, Nos. 11 and 12.

- Paragraph 5 – correspondence with Entergy regarding alleged safety concerns or violations attributed to Windstream’s or other company’s facilities. These were requested from Entergy in Complainants’ First Set of Document Requests, No. 5.

10. In Paragraphs 6, 7, and 8 Complainants seek correspondence with Entergy related alleged service interruptions and system outages, notes regarding the field condition of Entergy’s poles, and all documents “which relate to the above-captioned proceeding.” . As Windstream has indicated in April 26, 2007, correspondence, it has no documents, to its knowledge, regarding service interruptions or system outages. “Notes” are contained on the inspection sheets in question, but Windstream objected to producing those for the reasons discussed herein and in its Motion to Limit. Windstream does not have other documents related to this proceeding, as it is not a party.

11. In response to the discovery outlined above, Entergy posed objections and produced documents. In contrast to the Complainants’ claim that Entergy has provided a “paucity of relevant documents,” it appears Entergy produced thousands of pages of documents in discovery. See Exhibits A – C, Entergy’s discovery responses. Windstream has no way of determining if any of these thousands of pages contain documents responsive to Complainants’ subpoena, as these documents are apparently not available for review.

12. What makes Complainants’ arguments “mistaken,” “silly,” and “meritless” is that Entergy’s objections are the subject of a pending Motion to Compel and apparently a Motion for Emergency Hearing on Entergy’s Discovery Abuses. Clearly, Entergy has not indicated that the documents requested do not exist or are not in its possession. Instead, Entergy maintains the Complainants’ requests are either overly broad or irrelevant.

13. Without question, Windstream should not be compelled to produce documents, to which it has valid objections, until a ruling is made on pending discovery motions *addressing the same request for documents*. As stated in the Motion to Limit, if the discovery sought is “obtainable from some other source that is more convenient . . . [or] less burdensome,” it is appropriate to limit the discovery. *F.R.C.P. 26(b)(2)(i)*. Thus, Complainants have failed to demonstrate that the documents sought are unavailable from other sources, as it should be required to do before burdening a non-party. Further, simply because Entergy has not produced the documents is equally unpersuasive in requiring Windstream to respond. Entergy’s objections are an issue for the Hearing Officer, and Windstream should not be forced into action until it is clear that the documents are not available from Entergy. It stands to reason that if the documents sought are relevant to the issues set forth in the Hearing Designation Order, Entergy will be compelled to produce the documents.

14. Complainants also have apparently served a subpoena on USS essentially requesting the same documents requested from Windstream. Windstream has not reviewed the subpoena, but Complainants’ Request for Issuance of a Subpoena to USS, mirroring discovery requests to Entergy and the Windstream subpoena, was filed in August 2006. A motion opposing this subpoena was filed by Entergy, but, it is unclear the status of said subpoena, if USS has produced any documents, or why USS cannot produce documents. Therefore, Complainants have not one, but two valid sources for the documents they seek, and Windstream should be excused from further compliance with the subpoena issued to it.

15. Complainants inappropriately ridicule Windstream’s argument that the subpoena creates an undue burden. However, Windstream’s non-party status is a “significant factor” considered by courts when assessing undue burden. *WM High Yield, et. al. v. O’Hanlon*, 460 F.

Supp.2d 891, 895-96 (2006). The undue burden is a result of Complainants' far-reaching request for documents available from two sources, in a matter in which Windstream has no interest.

16. Complainants rely on *Flatow v. The Islamic Republic of Iran*, 196 F.R.D. 203 (2000), in disputing Windstream's claim, but in that case, the court held that undue burden of discovery is measured by weighing "relevance, the need of the party for the documents, the breadth of the document request, the time period covered by it, the particularity with which the documents are described and the burden imposed." *See id.* At 207 (citations omitted). These are factors that the Hearing Officer will consider when deciding the pending discovery motions filed by Complainants. Clearly, these issues should be addressed between the parties before Windstream, a non-party, is compelled to act.

17. Further, Complainants maintain that Windstream must provide a time estimate for response in making its undue burden claim. Windstream originally requested, as an alternative theory, should its motion to limit be denied, an additional 14 days to respond. It will take at least that amount of time for Windstream to review the documents in question, redact any notes made by its employees, have copies made, and forward the documents to Complainants. Windstream has 2 employees in its litigation department, and this department should not grind to a halt for the better part of two weeks so that it can comply with a subpoena for documents available from a party. Complainants' attorneys will scoff at this time estimate, as they noted in the Motion to Compel more than once that this is "multimillion-dollar" litigation. However, the burden on Windstream is real and should be carefully weighed by the Hearing Officer, especially in light of the on-going and obviously bitter dispute between the parties, the overly-aggressive and dismissive tone of Complainants' attorneys in correspondence to Windstream and its Motion to Compel, and the disparity between Complainants' claim that Entergy has produced a "paucity"

of documents, when it appears that Entergy has produced thousands of pages in discovery, per the Bates numbering reflected in Exhibits A – C.

18. Finally, Complainants misconstrue Windstream’s argument that notes made by Windstream employees on the documents in question caused the “documents” to be protected by the work product doctrine. Instead, Windstream’s argument in its Motion to Limit is that the notes are work product, and Windstream should not be forced to review the documents and redact the documents for production when the documents are available from other sources due to the burdensome nature of this request on a non-party.

19. Windstream has been up front with Complainants from the initial discussion in mid-March regarding the problems it had with the subpoena and has attempted to comply in good faith. Instead of informing Windstream that it had requested the documents from Entergy and these requests were the subject of a pending motion to compel, Complainants’ attorneys insisted that Entergy had not provided the documents and that they had no other choice than to request the documents from Windstream. That is simply not the case.

WHEREFORE, Windstream Communications, Inc., requests that Complainants’ Motion to Compel be denied; that its Motion to Limit be granted and that the Hearing Officer limit the Complainants’ subpoena to Windstream to records already produced; and for all other just and proper relief to which it may be entitled.

By: 

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Senior Counsel
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Kristi.Moody@windstream.com
Arkansas Bar No. 95164

CERTIFICATE OF SERVICE

On this 12 day of June, 2007, I certify that a true and correct copy of the foregoing Motion was forwarded via facsimile to:

Dominic Perella
Paul Werner
Hogan & Hartson LLP
Columbia Square
555 Thirteenth Street, NW
Washington, DC 20005
Fax No. 202.637.5910



Kristi Moody

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

RECEIVED

JUL 20 2006

Federal Communications Commission
Office of Secretary

In the Matter of

Arkansas Cable Telecommunications)	EB Docket No. 06-53
Association; Comcast of Arkansas, Inc.;)	
Buford Communications I, L.P. d/b/a)	
Alliance Communications Network;)	
WEHCO Video, Inc.; TCA Cable)	EB-05-MD-004
Partners d/b/a Cox Communications,)	
and Cebridge Acquisition, L.P, d/b/a)	
Suddenlink Communications)	
)	
Complainants,)	
)	
v.)	
)	
Entergy Arkansas, Inc.,)	
)	
Respondent)	
)	

To: Office of the Secretary

Attn: The Honorable Arthur I. Steinberg
Administrative Law Judge

**ENTERGY ARKANSAS, INC.'S RESPONSES TO COMPLAINANT
ARKANSAS CABLE TELECOMMUNICATIONS ASSOCIATION'S
FIRST SET OF DOCUMENT REQUESTS**

Entergy Arkansas, Inc. ("EAI"), for its response to complainant Arkansas Cable
Telecommunications Association's ("ACTA") first set of document requests, states as follows:

EXHIBIT A

GENERAL OBJECTIONS

EAI's responses are subject to, qualified by, and limited by the following General Objections which apply to each specific document request as if incorporated and set out in full in response to each.

1. EAI generally objects to each document request to the extent it requires EAI to provide information not within its possession, custody, or control.

2. EAI generally objects to any document request that calls for information not within its present knowledge or which seeks to require EAI to offer a narrative of its case.

3. EAI generally objects to the document requests to the extent that they are unreasonably cumulative or duplicative and to the extent that the information requested is already within the possession of Complainants or is otherwise obtainable from some other source that is more convenient, less burdensome, or less expensive.

4. EAI generally objects to the document requests to the extent that they seek discovery of information that is not relevant to any claim or defense raised by Complainants or EAI and/or where the burden or expense of the proposed discovery would outweigh any benefit to ACTA of the discovery.

5. EAI generally objects to the document requests to the extent that they seek discovery of pure legal conclusions or contentions without any application to specific facts. Further, to the extent that any document request seeks discovery of EAI's legal contentions in relation to specific facts, EAI objects to the document request as being premature.

6. EAI generally objects to ACTA's document requests to the extent that they seek information or production of documents protected by the attorney-client privilege, the work

product doctrine, the party communication privilege, or any other legally recognized privilege, immunity, or doctrine.

7. EAI generally objects to ACTA's document requests to the extent that they seek information or documents protected from disclosure by a third party confidentiality agreement, statute, regulation, administrative order, or case law.

8. EAI generally objects to ACTA's document requests insofar as they seek confidential and/or proprietary information. EAI will respond or produce documents or other materials which contain confidential and/or proprietary information subject to the entry of a protective order governing use of such documents and information by the Administrative Law Judge.

9. EAI generally objects to any instruction, definition, interrogatory, or request to the extent it attempts to impose obligations on EAI greater than those established by the rules of the Federal Communications Commission, 47 C.F.R. §§ 1.311 through 1.325.

10. EAI submits these responses and will respond to ACTA's document requests without conceding the relevancy or materiality of the subject matter of any interrogatory or request or document, and without prejudice to EAI's right to object to further discovery, or to object to the admissibility of any additional proof on the subject matter of any document or response, at the time of the formal hearing of this proceeding before the Administrative Law Judge. EAI reserves the right to supplement any response herein at any time and in accordance with the Administrative Law Judge's order issued April 20, 2006, FCC 06M-09.

11. EAI's responses below that it will produce certain documents in response to document requests should be taken not as representations that such documents exist but as an

undertaking to locate and produce relevant, non-privileged documents, if they exist and can be found.

SPECIFIC OBJECTIONS AND RESPONSES TO REQUESTS

1: Identify and produce all documents relied upon, referred to or used in any way to respond to Complainant ACTA's First Set of Interrogatories submitted to Entergy on June 20, 2006 in this matter.

RESPONSE: Objection. EAI objects to this request on the grounds that it is overly broad, unduly burdensome, and requests information neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the above general and specific objections, EAI responds as follows: See EAI ____ through EAI _____. Responding further, see the documents produced in response to Request Nos. 2 through 21. [EAI is simultaneously producing documents responsive to this request in electronic format. EAI will supplement this response, to identify by EAI document number, the documents responsive to this request.]

2: Identify and produce all documents related to any change in or transfer of pole ownership either from another pole owner to Entergy, or from Entergy to another pole owner in Arkansas. For the purposes of this request, a change in or transfer of pole ownership includes (but is not limited to) circumstances where a pole owned by one party is removed, relocated or transferred and then replaced with a pole owned by another party. Responsive documents should include, but not be limited to, documents showing the dates and locations of such ownership changes.

RESPONSE: Objection. EAI objects to this request on the grounds that it is overly broad, unduly burdensome, and requests information neither relevant nor reasonably calculated

to lead to the discovery of admissible evidence. Subject to and without waiving the above general and specific objections, EAI responds that it is producing responsive documents for the periods 2000 through the present. See EAI ____ through EAI _____. [EAI is simultaneously producing documents responsive to this request in electronic format. EAI will supplement this response, to identify by EAI document number, the documents responsive to this request.]

3: Identify and produce all contracts, agreements, correspondence, memoranda and other documents related to the apportionment or allocation of costs of audits, surveys or inspections to cable operators and/or other attachers. Responsive documents should include those related to USS and any other agents, representatives, contractors or other persons identified in Complainant ACTA's First Set of Interrogatories, Interrogatory No. 13.

RESPONSE: Objection. EAI objects to this request on the grounds that it is overly broad, unduly burdensome, and requests information neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the above general and specific objections, EAI responds as follows: See EAI ____ through EAI _____. Responding further, see response to Request No. 17. [EAI is simultaneously producing documents responsive to this request in electronic format. EAI will supplement this response, to identify by EAI document number, the documents responsive to this request.]

4: Identify and produce all contracts or agreements between Entergy and USS (including any of USS' affiliates, subsidiaries, parent companies, employees, owners or partners) for any work in Arkansas.

RESPONSE: Objection. EAI objects to this request on the grounds that it is overly broad, unduly burdensome, and requests information neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the above

general and specific objections, EAI responds as follows: See EAI ____ through EAI _____. [EAI is simultaneously producing documents responsive to this request in electronic format. EAI will supplement this response, to identify by EAI document number, the documents responsive to this request.]

5: Identify and produce all documents explaining, establishing or otherwise related to the scope of work USS performs for Entergy in Arkansas. Responsive document should include, but not be limited to those related to services USS performs for Entergy that were not part of the parties' original contracts or agreements.

RESPONSE: Objection. EAI objects to this request on the grounds that it is overly broad, unduly burdensome, and requests information neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the above general and specific objections, EAI responds as follows: See EAI ____ through EAI _____. Responding further, see response to Request No. 4. [EAI is simultaneously producing documents responsive to this request in electronic format. EAI will supplement this response, to identify by EAI document number, the documents responsive to this request.]

6: Identify and produce all correspondence, memoranda and other documents related to any request for proposal or bid for audit, survey and inspection of Entergy's poles in Arkansas since January 1, 2001. Responsive documents should also include (but not be limited to) documents related to any responses to any such request for proposal or bid.

RESPONSE: Objection. EAI objects to this request on the grounds that it is overly broad, unduly burdensome, and requests information neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the above general and specific objections, EAI responds as follows: See EAI ____ through EAI _____. [EAI

is simultaneously producing documents responsive to this request in electronic format. EAI will supplement this response, to identify by EAI document number, the documents responsive to this request.]

7: Identify and produce all correspondence, memoranda and other documents related to Entergy's consideration of USS' services and Entergy's decision to hire USS.

RESPONSE: Objection. EAI objects to this request on the grounds that it is overly broad, unduly burdensome, and requests information neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the above general and specific objections, EAI responds as follows: EAI has conducted a good faith search for documents responsive to this request but has not identified any such documents in its possession.

8: Identify and produce all marketing materials Entergy received (whether solicited or unsolicited) related to USS' services. Responsive documents should include, but not be limited to, correspondence and e-mail pitching USS' services, whether they are in the form of general marketing materials or those tailored or targeted specifically to Entergy.

RESPONSE: Objection. EAI objects to this request on the grounds that it is overly broad, unduly burdensome, and requests information neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the above general and specific objections, EAI responds as follows: See EAI ____ through EAI _____. [EAI is simultaneously producing documents responsive to this request in electronic format. EAI will supplement this response, to identify by EAI document number, the documents responsive to this request.]

9: Identify and produce all documents related to compensation to be paid by Entergy to

USS. Responsive documents should include, but not be limited to, information concerning financial incentives or rewards, bonuses, flat rate charges, hourly charges and any other monetary or in-kind compensation. In addition to the invoices being produced refer to the contracts in response to RFP 4.

RESPONSE: Objection. EAI objects to this request on the grounds that it is overly broad, unduly burdensome, and requests information neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the above general and specific objections, EAI responds as follows: See EAI ____ through EAI _____. Responding further, see response to Request No. 4. [EAI is simultaneously producing documents responsive to this request in electronic format. EAI will supplement this response, to identify by EAI document number, the documents responsive to this request.]

10: Identify and produce all documents showing requests for payment USS has submitted to Entergy, including, but not limited to, amounts Entergy has already paid as well as amounts Entergy currently owes to USS. Responsive documents should include, but not be limited to, paid and unpaid invoices or billing statements.

RESPONSE: Objection. EAI objects to this request on the grounds that it is overly broad, unduly burdensome, and requests information neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the above general and specific objections, EAI responds as follows: See EAI ____ through EAI _____. [EAI is simultaneously producing documents responsive to this request in electronic format. EAI will supplement this response, to identify by EAI document number, the documents responsive to this request.]

11: Identify and produce all contracts, agreements, correspondence, memoranda and

other documents related to the standards USS and Entergy use to identify, evaluate and/or cite any kind engineering or safety code violations or other non-compliant conditions on Entergy's poles. Responsive documents should include, but not be limited to, those applicable to all attachments, including Entergy's. In addition to the Drawings and engineering minutes being produced refer to the NESC and the terms and conditions of the pole attachment agreements submitted with our response to complaint.

RESPONSE: Objection. EAI objects to this request on the grounds that it is overly broad, unduly burdensome, and requests information neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the above general and specific objections, EAI responds as follows: See EAI ____ through EAI ____.

Responding further, see the pole attachment agreements attached to Complainants' complaint as Exhibits 2A, 2B, 2C, and 2D. Responding further, see the requirements of the NESC which are equally available to ACTA. [EAI is simultaneously producing documents responsive to this request in electronic format. EAI will supplement this response, to identify by EAI document number, the documents responsive to this request.]

12: Identify and produce all correspondence, memoranda and other documents explaining, establishing or otherwise related to the standards USS and Entergy use to allocate responsibility for safety violations or other non-compliant conditions. Responsive documents should include those applicable to all attachments, including Entergy's.

RESPONSE: Objection. EAI objects to this request on the grounds that it is overly broad, unduly burdensome, and requests information neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the above general and specific objections, EAI responds as follows: See EAI ____ through EAI _____. [EAI is simultaneously producing documents responsive to this request in electronic format. EAI will supplement this response, to identify by EAI document number, the documents responsive to this request.]

13: Identify and produce all correspondence, memoranda and other documents related to USS and Entergy quality control with respect to aerial plant and pole inspections. Responsive documents should include standards USS used to verify quality control of their own work as well as the standards Entergy uses to verify quality control of USS' work. These standards should include standards applicable to all attachments, including Entergy's.

RESPONSE: Objection. EAI objects to this request on the grounds that it is overly broad, unduly burdensome, and requests information neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the above general and specific objections, EAI responds as follows: See EAI ____ through EAI _____. [EAI is simultaneously producing documents responsive to this request in electronic format. EAI will supplement this response, to identify by EAI document number, the documents responsive to this request.]

14: Identify and produce all notes, whether taken by Entergy personnel, representatives or agents, or other parties, from all meetings with USS, including, but not limited to, informal marketing or information sessions, meetings, conferences or telephone calls.

RESPONSE: Objection. EAI objects to this request on the grounds that it is overly broad, unduly burdensome, and requests information neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the above general and specific objections, EAI responds as follows: See EAI ____ through EAI _____. [EAI is simultaneously producing documents responsive to this request in electronic format. EAI will supplement this response, to identify by EAI document number, the documents responsive to this request.]

15: Identify and produce correspondence, memoranda and other documents related to Entergy's engagement of Wil Arnett and/or USS to conduct surveys, audits or inspections, including but not limited to, notes, marketing materials, contracts, agreements, payment terms, invoices, scope of work and any standards for identification of violations or other non-compliant conditions and assessment of costs to either Entergy or other attaching parties.

RESPONSE: Objection. EAI objects to this request on the grounds that it is overly broad, unduly burdensome, and requests information neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the above general and specific objections, EAI responds as follows: See response to Request Nos. 3 through 13.

16: Identify and produce all records and/or documentation of prior surveys, audits or inspections identified in Complainant ACTA's First Set of Interrogatories, Interrogatory No. 13.

RESPONSE: Objection. EAI objects to this request on the grounds that it is overly

broad, unduly burdensome, and requests information neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the above general and specific objections, EAI responds that it is producing responsive documents of surveys, audits, and inspections of CATV attachments for the periods 2001 to present. See EAI ____ through EAI _____. Responding further, inventory maps for 2001 to present will be made available for inspection at the locations where such maps are regularly maintained at a mutually agreed time. [Other than the inventory maps, EAI is simultaneously producing documents responsive to this request in electronic format. EAI will supplement this response, to identify by EAI document number, the documents responsive to this request.]

17: Identify and produce all pole attachment agreements between Entergy and/or its predecessors and all communications attachers. Responsive documents should include, but not be limited to joint-use agreements with Incumbent Local Exchange Carriers. (It is not necessary to include copies of agreements that were attached to the February 18, 2005 Complaint.)

RESPONSE: Objection. EAI objects to this request on the grounds that it is overly broad, unduly burdensome, requests information neither relevant nor reasonably calculated to lead to the discovery of admissible evidence, and seeks confidential commercial information. Subject to and without waiving the above general and specific objections, EAI responds as follows:

Responsive documents relating to EAI, if any, will be made available for inspection in Little Rock, Arkansas upon execution and entry of an appropriate protective order.

18: Identify and produce all correspondence, memoranda and other documents related in any way to Entergy's response to damage to its or other attachers' plant or facilities resulting from the ice storms of 2000 and 2001 referenced in the February 18, 2005 Complaint and April

19, 2005 Response. Please do not produce documents that Entergy attached to the April 19, 2005 Response.

RESPONSE: Objection. EAI objects to this request on the grounds that it is overly broad, unduly burdensome, and requests information neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the above general and specific objections, EAI responds as follows: Documents responsive to this request are part of the public record in Arkansas Public Service Commission Docket No. 01-084-U, In the Matter of the Application of Entergy Arkansas, Inc, for Approval of Storm Recovery Rider (Rider SR) and are as easily accessible by ACTA as by EAI.

19: Identify and produce all policies, plans, manuals, correspondence, memoranda and other documents related to Entergy's installation, maintenance, upgrading and inspection of its electric plant or facilities and other attachers' plant or facilities.

RESPONSE: Objection. EAI objects to this request on the grounds that it is overly broad, unduly burdensome, requests information neither relevant nor reasonably calculated to lead to the discovery of admissible evidence, and seeks confidential commercial information. Subject to and without waiving the above general and specific objections, EAI responds as follows: See EAI ___ through EAI ___. Responding further, see response to Request No. 11 and Request No. 17. [EAI is simultaneously producing documents responsive to this request in electronic format. EAI will supplement this response, to identify by EAI document number, the documents responsive to this request.]

20: Identify and produce all correspondence, memoranda and other documents related in any way to Complainants' alleged responsibility for damage to Entergy's electric plant or facilities. Please do not produce documents Entergy attached to the April 19, 2005 Response.

RESPONSE: Objection. EAI objects to this request on the grounds that it is overly broad, unduly burdensome, and requests information neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the above general and specific objections, EAI responds as follows: See EAI ____ through EAI ____ . [EAI is simultaneously producing documents responsive to this request in electronic format. EAI will supplement this response, to identify by EAI document number, the documents responsive to this request.]

21: Identify and produce all correspondence, memoranda and other documents used or otherwise relied upon in preparing Entergy's April 19, 2005 Response filed in this action.

RESPONSE: Objection. EAI objects to this request on the grounds that it is overly broad, unduly burdensome, and requests information neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the above general and specific objections, EAI responds as follows: See response to Request Nos. 1 through 20.